

DPR MODIFIED PROMESA B1040 (FORM 1040) (05/17)

PROMESA COVER SHEET (Instructions on Reverse)		CASE NUMBER (Court Use Only)			
PLAINTIFFS (DEBTOR, if Title III Petition; ISSUER, if Title VI Application) American Federation of State, County and Municipal Employees, AFL-CIO		DEFENDANTS The Financial Oversight and Management Board for Puerto Rico, et al. See Addendum for Additional Defendants			
ATTORNEYS (Firm Name, Address, and Telephone No.) See Addendum for Plaintiff's Attorneys		ATTORNEYS (If Known) See Addendum for Defendants' Attorneys			
PARTY (Check One Box Only) <input type="checkbox"/> Debtor <input type="checkbox"/> Creditor <input type="checkbox"/> Trustee <input type="checkbox"/> U.S. Trustee/Bankruptcy Admin <input type="checkbox"/> Other		PARTY (Check One Box Only) <input type="checkbox"/> Debtor <input type="checkbox"/> Creditor <input type="checkbox"/> Trustee <input type="checkbox"/> U.S. Trustee/Bankruptcy Admin <input type="checkbox"/> Other			
CAUSE OF ACTION (WRITE A BRIEF STATEMENT OF CAUSE OF ACTION, INCLUDING ALL U.S. STATUTES INVOLVED) See Addendum					
NATURE OF SUIT					
<div style="text-align: center;"> <input type="checkbox"/> PROMESA Title III Petition <input type="checkbox"/> PROMESA Title VI Application for Approval of Modifications <input type="checkbox"/> Other Federal Question <input type="checkbox"/> Adversary Proceeding <input type="checkbox"/> Demand \$ _____ </div> <p style="text-align: center; margin-top: 10px;"><i>If Adversary Proceeding is checked, number up to five (5) boxes starting with lead cause of action as 1, first alternative cause as 2, second alternative cause as 3, etc., below:</i></p> <table style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top; padding: 5px;"> FRBP 7001(1) – Recovery of Money/Property <input type="checkbox"/> 11-Recovery of money/property - \$542 turnover of property <input type="checkbox"/> 12-Recovery of money/property - \$547 preference <input type="checkbox"/> 13-Recovery of money/property - \$548 fraudulent transfer <input type="checkbox"/> 14-Recovery of money/property – other FRBP 7001(2) - Validity, Priority or Extent of Lien <input type="checkbox"/> 21-Validity, priority or extent of lien or other interest in property FRBP 7001(5) – Revocation of Confirmation <input type="checkbox"/> 51-Revocation of confirmation </td> <td style="width: 50%; vertical-align: top; padding: 5px;"> FRBP 7001(7) – Injunctive Relief <input type="checkbox"/> 71-Injunctive relief - imposition of stay <input type="checkbox"/> 72-Injunctive relief - other FRBP 7001(8) Subordination of Claim or Interest <input type="checkbox"/> 81-Subordination of claim or interest FRBP 7001(9) Declaratory Judgment <input type="checkbox"/> 91-Declaratory judgment FRBP 7001(10) Determination of Removed Action <input type="checkbox"/> 01-Determination of removed claim or cause Other <input type="checkbox"/> 02-Other (e.g. other actions that would have been brought in state court if unrelated to bankruptcy case) </td> </tr> </table>				FRBP 7001(1) – Recovery of Money/Property <input type="checkbox"/> 11-Recovery of money/property - \$542 turnover of property <input type="checkbox"/> 12-Recovery of money/property - \$547 preference <input type="checkbox"/> 13-Recovery of money/property - \$548 fraudulent transfer <input type="checkbox"/> 14-Recovery of money/property – other FRBP 7001(2) - Validity, Priority or Extent of Lien <input type="checkbox"/> 21-Validity, priority or extent of lien or other interest in property FRBP 7001(5) – Revocation of Confirmation <input type="checkbox"/> 51-Revocation of confirmation	FRBP 7001(7) – Injunctive Relief <input type="checkbox"/> 71-Injunctive relief - imposition of stay <input type="checkbox"/> 72-Injunctive relief - other FRBP 7001(8) Subordination of Claim or Interest <input type="checkbox"/> 81-Subordination of claim or interest FRBP 7001(9) Declaratory Judgment <input type="checkbox"/> 91-Declaratory judgment FRBP 7001(10) Determination of Removed Action <input type="checkbox"/> 01-Determination of removed claim or cause Other <input type="checkbox"/> 02-Other (e.g. other actions that would have been brought in state court if unrelated to bankruptcy case)
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TITLE III CASE IN WHICH THIS ADVERSARY PROCEEDING ARISES					
NAME OF DEBTOR: The Commonwealth of Puerto Rico and Employees Retirement System of the Commonwealth of Puerto Rico		CASE NO.			
DISTRICT IN WHICH CASE IS PENDING		DIVISION OFFICE	NAME OF JUDGE		

RELATED ADVERSARY PROCEEDING (IF ANY)		
PLAINTIFF	DEFENDANT	ADVERSARY PROCEEDING NO.
DISTRICT IN WHICH CASE IS PENDING	DIVISION OFFICE	NAME OF JUDGE
SIGNATURE OF ATTORNEY (OR PLAINTIFF)		
DATE August 22, 2017	PRINT NAME OF ATTORNEY (OR PLAINTIFF) Sharon L. Levine	

THIS FORM IS TO BE USED EXCLUSIVELY FOR FILINGS RELATING TO THE PUERTO RICO OVERSIGHT MANAGEMENT AND ECONOMIC STABILITY ACT (PROMESA). FOR ADMINISTRATION PURPOSES **ONLY**, THE PUBLIC DOCKETS FOR PROMESA PROCEEDINGS UNDER TITLE III AND ADVERSARY PROCEEDINGS WILL BE MAINTAINED ON THE CASE MANAGEMENT/ELECTRONIC CASE FILING (CM/ECF) SYSTEM OF THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF PUERTO RICO. THESE CASES ARE UNDER THE JURISDICTION OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF PUERTO RICO.

ADDENDUM TO COVER SHEET

CAUSE OF ACTION:

Plaintiff seeks declaratory and injunctive relief that the Commonwealth's March 2017 Fiscal Plan and August 4, 2017 decrees, and subsequent legislative acts implementing them, constitute a taking without due process or just compensation in violation of Amendment 5 of the United States Constitution; a taking of property without just compensation in violation of Article II, Section 9 of the Puerto Rico Constitution; a derogation of the Oversight Board's statutory duty to follow the requirement, set forth in section 201 of PROMESA at 48 U.S.C. § 2141(b)(1)(C), that an approved Fiscal Plan "provide adequate funding for public pension systems"; a derogation of the Board's statutory duty to follow the requirement, set forth in section 201 of PROMESA at 48 U.S.C. § 2141(b)(1)(B), that an approved Fiscal Plan "ensure the funding of essential public services"; a derogation of the Board's statutory duty to follow the Fiscal Plan development, approval, and certification procedures set forth in Section 201 of PROMESA at 48 U.S.C. § 2141(c-e); a violation of the budget development, approval, certification, and correction procedures set forth in Sections 202 and 203; as well as common law unjust enrichment and breach of fiduciary duty which requires imposition of a statutory or constructive trust over pension fund assets to prevent their unlawful sale and transfer to the Commonwealth.

Plaintiff	Counsel to Plaintiff
American Federation of State, County & Municipal Employees, AFL-CIO	SAUL EWING LLP Sharon L. Levine (<i>pro hac vice</i>) Dipesh Patel (<i>pro hac vice</i>) 1037 Raymond Blvd. Suite 1520 Newark, NJ 07102 (973) 286-6713 (Telephone) (973) 286-6821 (Facsimile) slevine@saul.com ; dpatel@saul.com AMERICAN FEDERATION OF STATE, COUNTY AND MUNICIPAL EMPLOYEES Judith Rivlin (<i>pro hac vice</i>) Teague P. Paterson (<i>pro hac vice</i>) Matthew S. Blumin (<i>pro hac vice</i>) 1101 17th Street NW, Suite 900 Washington, DC 20011 (202) 775-5900 (Telephone) (202) 452-0556 (Facsimile) jrivlin@afscme.org ; tpaterson@afscme.org ; mblumin@afscme.org

Plaintiff	Counsel to Plaintiff
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Defendants:	Counsel to Defendants:
<p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO;</p> <p>MEMBERS OF THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, including members Jose B. Carrion III, Andrew G. Biggs, Carlos M. Garcia, Arthur J. Gonzalez, Jose R. Gonzalez, Ana J. Matosantos, and David A. Skeel, in their official capacity as the voting members of the Financial Oversight and Management Board for Puerto Rico;</p> <p>the COMMONWEALTH OF PUERTO RICO;</p> <p>HON. RICARDO ANTONIO ROSSELLO NEVARES, in his official capacity as the Governor of the Commonwealth of Puerto Rico;</p> <p>PUERTO RICO FISCAL AND FINANCIAL ADVISORY AUTHORITY (AAFAF);</p> <p>GERARDO PORTELA FRANCO, in his official capacity as Executive Director of AAFAF; and</p> <p>HON. RAUL MALDONADO GAUTIER, in his official capacity as the Secretary of the Treasury of the Commonwealth</p>	<p>O'NEILL & BORGES LLC Hermann D. Bauer Alvarez O'Neill & Borges LLC American International Plaza, Suite 800 250 Munoz Rivera Avenue San Juan, PR 00918 Tel: 787-282-5723 Fax: 787-753-8944 herman@oneillborges.com</p> <p>PROSKAUER ROSE LLP Martin J. Bienenstock Ehud Barak Chantel L. Febus Stephen L. Ratner Maja Zerval 11 Times Square New York, NY 10036 Tel: 212-969-4530 Fax: 212-969-2900 mbienenstock@proskauer.com; ebarak@proskauer.com; cfebus@proskauer.com; sratner@proskauer.com; mzerjal@proskauer.com</p> <p>PROSKAUER ROSE LLP Timothy W. Mungovan Proskauer Rose LLP One International Place Boston, MA 02110 Tel: 617-526-9412 Fax: 617-526-9899 tmungovan@proskauer.com</p> <p>PROSKAUER ROSE LLP Steven O. Weise Proskauer Rose LLP 2049 Century Park East, Suite 3200 Los Angeles, CA 90067-3206 Tel: 310-284-4515 Fax: 310-557-2193 sweise@proskauer.com</p>

Defendants:	Counsel to Defendants:
	<p>THE LAW OFFICES OF ANDRES W. LOPEZ, P.S.C. Andres W. Lopez P.O. Box 13909 San Juan, PR 00908 Tel: 787-294-9508 andres@awllaw.com</p> <p>O'MELVENY & MYERS LLP Peter Friedman 1625 Eye Street NW Washington, DC 20006 Tel: 202-383-5300 Fax: 202-383-5414 pfriedman@omm.com</p> <p>O'MELVENY & MYERS LLP Elizabeth L. Mckeen 610 Newport Center Drive 17th Floor Newport Beach, CA 92600 Tel: 949-823-7150 Fax: 949-823-6994 emckeen@omm.com</p> <p>O'MELVENY & MYERS LLP John J. Rapisardi Suzanne Uhland Diana M. Perez Times Square Tower 7 Times Square New York, NY 10026 Tel: 212-326-2063 Fax: 212-326-2061 jrapisardi@omm.com; suhland@omm.com; dperez@omm.com;</p> <p>Mohammad S. Yassin, AAFAF P.O. BOX 42001 SAN JUAN, PR 00940-2001 Tel: 787-722-2525 Fax: 787-721-1443 mohammad.yassin@aafaf.pr.gov</p>